



*Ho Chi Minh City, 26 November 2020*

No.: 27/2020/TTĐH-HĐQT-TCD

## PROPOSAL

### TO SHAREHOLDERS BY THE VOTE THROUGH POSTAL BALLOT

*Re: Amending and supplementing a number of points in the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) (which is amended and supplemented at its 13<sup>th</sup> session)*

**To: Shareholders of Transport and Industry Development Investment Joint Stock Company (TRACODI)**

- Pursuant to the Law No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on Enterprise on 26 November 2014;
- Pursuant to the Law No. 70/2006/QH11 passed by the National Assembly on 29 June 2006 on Securities; the Law No. 62/2010/QH12 passed by the National Assembly on 24 November 2010 on amending and supplementing a number of articles of Law No. 70/2006/QH11 on Securities;
- Pursuant to Government's Decree No. 71/2017/ND-CP on 6 June 2017 providing guidance on corporate governance applicable to public companies;
- Pursuant to Circular No. 95/2017/TT-BTC dated September 22, 2017 of the Ministry of Finance on guidelines for a number of articles of the Government's Decree No. 71/2017/ND-CP dated June 06, 2017 guidance on corporate governance at the public companies;
- Pursuant to the Charter of Transport and Industry Development Investment Joint Stock Company (TRACODI) passed by BOD (under Appointment of Proxy of the AGMs on 20 May 2020) on 16 September 2020 (which was amended and supplemented at its 12<sup>th</sup> session);

Board of Directors of TRACODI kindly submits to the General Assembly of Shareholders to consider amending and supplementing a number of points in the Charter of TRACODI approved on 20 May 2020 as follows:

Based on actual situation and the current Charter of the Company, the reference of articles in the new Charter will be changed in accordance with revised chapters, articles, clauses, items which are in line with structure and articles as stipulated in the Law on Enterprise, details as follows:

#### 1. Amendments to terms of the Charter:

No.	Current terms	Amendments	Reasons
1	<b>Article 3. The Company's objectives</b>		

No.	Current terms	Amendments	Reasons
	<p><b>Article 3, Clause 1:</b></p> <p>26. Retail sale of food, food, beverages, tobacco, and pipe tobacco accounts for a large proportion in stores (in accordance with Decision No. 64/2009/QĐ-UBND of People's Committee of Ho Chi Minh City dated 31 July 2009 and Decision No. 79/2009/QĐ-UBND of the People's Committee of Ho Chi Minh City dated 17 October 2009 on approving the plan of agricultural products and foods in Ho Chi Minh City).</p> <p>27. Wholesale of rice (do not perform in the head office).</p>	<p><b>Modified as follows:</b></p> <p>Remove 2 sessions 26 and 27 and update Clause 1. Business lines of the Company shall be in accordance with the Certificate No. 906915/20 issued by Ho Chi Minh City Department of Planning and Investment on September 4, 2020 (See attached Appendix of business lines after adjustment).</p>	<p>According to Proposal No. 26/2020/TTĐH-HĐQT-TCD dated November 26, 2020, and in accordance with the Certification No. 906915/2 dated September 4, 2020</p>
2	<b>Article 20. Composition and Term of the Board of Directors</b>		
	<p><b>Article 20, Clause 1</b></p> <p>1. The Board of Directors shall have at least five (5) members and not more than eleven (11) members. The office term of a member of the Board of Directors shall not exceed five (5) years. Members of the Board of Directors may be re-elected with an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one- third (1/3) of the total members of the Board of Directors. The minimum number of independent members of the Board of Directors shall be determined by the method of rounding down. The independent members of the Board of Directors must satisfy all conditions in accordance with the</p>	<p><b>Article 20, Clause 1</b></p> <p>1. The Board of Directors shall have at least five (5) members and not more than eleven (11) members. The office term of a member of the Board of Directors shall not exceed five (5) years. Members of the Board of Directors may be re-elected with an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one- third (1/3) of the total members of the Board of Directors. <i>The minimum number of independent members of the Board of Directors shall be determined by the method of rounding up.</i> The independent members of the Board of Directors must satisfy all conditions in accordance with the</p>	<p>In accordance with the provisions of Clause 5, Article 13 of Decree 71/2017 dated 6 June 2017 and the guidance of the SSC.</p>

No.	Current terms	Amendments	Reasons
	Vietnamese Law. A member of the Board of Directors shall not be Shareholders of the Company, nor hold Vietnamese nationality and/or nor reside in Vietnam.	Vietnamese Law. A member of the Board of Directors shall not be Shareholders of the Company, nor hold Vietnamese nationality and/or nor reside in Vietnam.	
3	<b>Article 23. Meetings and committees, sub-committees of the Board of Directors</b>		
	<p><b>Article 20, Clause 1, Point b:</b></p> <p>7.Meetings of the Board of Directors shall be conducted where three quarters (3/4) or more of the total members are in attendance. If the meetings convened in accordance with this clause does not have sufficient attending members as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the Board of Management attend the meeting.</p> <p>Board members shall be deemed to attend and vote at the meeting in the following cases:</p> <p>a. Such member attends and votes at the meeting in person;</p> <p>b. Such member authorizes another person to attend the meeting in accordance with clause 10 Article 153 of the Law on Enterprises 2014;</p> <p>c. Such member attends and votes [at the meeting] via an online conference or other similar forms;</p> <p>d. Such member sends his or</p>	<p><b>Article 20, Clause 1, Point b:</b></p> <p>7.Meetings of the Board of Directors shall be conducted where three quarters (3/4) or more of the total members are in attendance. If the meetings convened in accordance with this clause does not have sufficient attending members as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the Board of Management attend the meeting.</p> <p>Board members shall be deemed to attend and vote at the meeting in the following cases:</p> <p>a. Such member attends and votes at the meeting in person;</p> <p>b. Such member authorizes another person to attend the meeting <i>if approved by a majority of members of the Board of Directors</i>;</p> <p>c. Such member attends and votes [at the meeting] via an online conference or other similar forms;</p> <p>d. Such member sends his or her</p>	In accordance with Clause 10 Article 153 of the Law on Enterprises 2014.

No.	Current terms	Amendments	Reasons
	her voting form to the meeting via mail, fax or email;	voting form to the meeting via mail, fax or email;	
4	<b>Article 30. Ethics and conflict of interests</b>		
	<b>Article 30, Clause 3:</b> <b>3.</b> The Company must not grant loans or guarantee to members of the Board of Directors, members of the Supervisory Board, CEO, and their related persons that are individuals, unless otherwise decided by the General Meeting of Shareholders.	<b>Article 30, Clause 3:</b> <b>3.</b> The Company must not grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, CEO, senior managers and their related persons, or to any legal entity in which the above-mentioned persons have financial interests <i>except where</i> <i>(i) the Company and organization related to this member are companies in the same group or companies operating in groups of companies, including holding company – subsidiaries company, economic groups;</i> <i>(ii) the transaction must be approved by the General Meeting of Shareholders; (iii) The relevant law specifies otherwise.</i>	In accordance with Clause 3 Article 26 of Decree No. 71/2017.

## 2. Validity of the Amendments and Supplements:

- The remaining articles keep unchanged.
- The Charter of Transport and Industry Development Investment Joint Stock Company (which is amended and supplemented at its 13<sup>th</sup> session) shall take effect on the date the Resolution has been approved by shareholder's votes through postal ballot.

Kindly submit to shareholders for consideration and approval.

Yours sincerely,

### **Recipients:**

- The AGM;
- Archived: BOD, BS Dept.

**FOR AND ON BEHALF OF BOD  
CHAIRMAN**

*(signed & sealed)*

**Nguyen Ho Nam**

**APPENDIX: BUSINESS LINES**  
**(The Charter of the Company, Article 3, Clause 1)**

1. Business activities:

No.	Business activity name	Code
1	Technical testing and analysis	7120
2	Wholesale of food	4632
3	Other professional, scientific and technical activities n.e.c	7490
4	Wholesale of other household products	4649
5	Other construction installation activities	4329
6	Wholesale of electronic and telecommunications equipment and supplies	4652
7	Wholesale of waste and scrap and other products n.e.c	4669
8	Manufacture of soap and detergents, cleaning and polishing preparations	2023
9	Wholesale of metals and metal ores	4662
10	Educational support services	8560
11	Other land transport of passenger	4932
12	Wholesale of computer, computer peripheral equipment and software	4651
13	Other transportation support activities	5229
14	Manufacture of clay building materials	2392
15	Wholesale of construction materials, installation supplies	4663
16	Tour operator activities	7912
17	Wholesale of other machinery and equipment n.e.c	4659
18	Other educational activities n.e.c	8559
19	Manufacture of pulp, paper and paperboard	1701
20	Real estate activities with own or leased property	6810
21	Electrical installation activities	4321
22	Short-term accommodation activities	5510
23	Restaurants and mobile food service activities	5610
24	Wholesale of agricultural raw materials (except wood, bamboo) and live animals	4620
25	Sawmilling and planning of wood; wood reservation	1610
26	Manufacture of other products of wood, manufacture of articles of cork, straw and plaiting materials	1629
27	Advertising	7310
28	Market research and public opinion polling	7320
29	Management consultancy activities	7020
30	Architectural and engineering activities and related technical	7110

No.	Business activity name	Code
	consultancy	
31	Renting and leasing of motor vehicles	7710
32	Manufacture of veneer sheets; manufacture of plywood, laminboard, particle board and other panels and board	1621
33	Manufacture of builders' carpentry and joinery	1622
34	Other retail sale of new goods in specialized stores	4773
35	Sale of motor vehicles on a fee or contract basis	4513
36	Mining of iron ores	0710
37	Mining of uranium and thorium ores	0721
38	Mining of other non-ferrous metal ores	0722
39	Quarrying of stone, sand and clay	0810
40	Wholesale of motor vehicles	4511
41	Organization of conventions and trade shows	8230
42	Computer programming	6201
43	Computer consultancy and system administration	6202
44	Other information technology and computer service activities	6209
45	Repair of computers and peripheral equipment	9511
46	Wooding	0220
47	Data processing, hosting and related activities	6311
48	Manufacture of knitted, crocheted and other non-woven fabrics	1391
49	Web portals	6312
50	Producing carpet, blanket, cushion	1393
51	Manufacture of prepared animal, fish, poultry feeds	1080
52	Sale of motor vehicle part and accessories	4530
53	Power production (except for transmission and dispatching of national power system and management of distribution grid, multi-purpose hydropower, nuclear power)	3511
54	Sale of motorcycles	4541
55	Brokerage, auction - Details: agents, brokers (except property auction)	4610
56	Transmission and distribution of electricity - Details: selling electricity to users (except for transmission, national power system dispatching and management of distribution grids, multi-purpose hydropower, nuclear power)	3512
57	Wholesale of wheat, other cereals and flour (not at the headquarters)	4631
58	Sale of motorcycle parts and accessories	4543
59	Construction of railway works	4211

No.	Business activity name	Code
60	Wholesale of fabrics, garments and shoes	4641
61	Construction of road works - Details: Construction of traffic works	<b>4212 (Core)</b>
62	Non-routine contract catering services with customers	5621
63	Maintenance and repair of motor vehicles	4520
64	Retail of small cars (with 9 seats or less)	4512
65	Construction of other public works	4229
66	Sale, maintenance and repair of motorcycles	4542
67	Construction of other civil engineering works Details: Investment in industrial infrastructure	4299
68	Activities auxiliary to finance n.e.c	6619
69	Installation of machinery and industrial equipment - Details: installation of solar power, wind power and equipment related to wastewater treatment and clean water	3320